

**ATTACHMENT B**  
**ARTICLES OF INCORPORATION**  
**(Attached)**



State of California

A490648

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

*IN WITNESS WHEREOF*, I execute  
this certificate and affix the Great  
Seal of the State of California this

APR 17 1997



*Bill Jones*

Secretary of State

A490648

AGREEMENT OF MERGER  
OF  
FREEDOMSTARR COMMUNICATIONS, INC.,  
a Delaware corporation,  
INTO  
FCI BUSINESS OPPORTUNITY, INC.,  
a California corporation

ENDORSED - FILED  
In the office of the Secretary of State  
of the State of California

APR 04 1997

BILL JONES, Secretary of State

This Agreement of Merger is entered into between FCI Business Opportunity, Inc., a California corporation (herein "Surviving Corporation"), and FreedomStarr Communications, Inc., a Delaware corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. Each outstanding share of Merging Corporation shall be converted to one share of Surviving Corporation.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. The Articles of Incorporation and By-Laws of Surviving Corporation shall remain in full force and effect except as herein provided.
5. The Articles of Incorporation of Surviving Corporation shall be amended upon the consummation of the merger as follows:

- (a) Article 1 shall be, and hereby is, amended in its entirety to read as follows:

"The name of this corporation is FreedomStarr Communications, Inc."

- (b) A new Article 5 shall be added to read as follows:

"ARTICLE 5

- (a) The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

- (b) The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through by-law provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to applicable

limits set forth in Section 204 of said Code with respect to actions for breaches of duty to the corporation and its shareholders.

(c) Any amendment, repeal or modification of any provision of this Article 5 shall not adversely affect any right or protection of this corporation existing at the time of such amendment, repeal or modification."

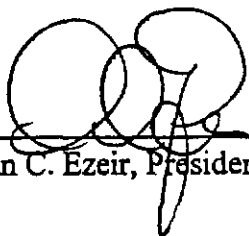
6. Merging Corporation shall, from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

7. The effect of the merger and the effective date of the merger are as prescribed by law.


8. Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Merging Corporation, as well as for enforcement of any obligation of Surviving Corporation arising from the merger. Surviving Corporation hereby irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such suit or other proceedings and the Delaware Secretary of State shall mail a copy of such process to Surviving Corporation at 332 South Juniper, Suite 200, Escondido, California 92025.

IN WITNESS WHEREOF, the parties have executed this Agreement this 24th day of March 1997.

FCI BUSINESS OPPORTUNITY, INC.,  
a California corporation

By   
Alan C. Ezeir, President and Secretary

FREEDOMSTARR COMMUNICATIONS,  
INC., a Delaware corporation

By   
Michael S. Reed, President and Secretary

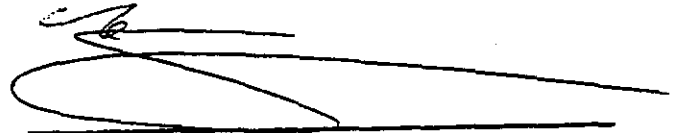
CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

Michael S. Reed hereby certifies that:

1. He is the President and Secretary of FreedomStarr Communications, Inc., a Delaware corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and Shareholders of this corporation.
3. The shareholder approval was by holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge

Dated: March 24, 1997



Michael S. Reed, President and Secretary

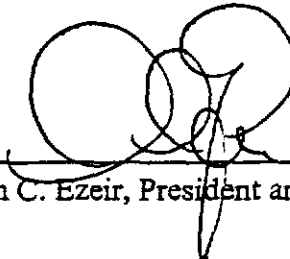
CERTIFICATE OF APPROVAL  
OF  
CERTIFICATE OF MERGER

Alan C. Ezeir hereby certifies that:

1. He is the President and Secretary of FCI Business Opportunity, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and Shareholders of this corporation.
3. The shareholder approval was by holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge

Dated: March 24, 1997

  
\_\_\_\_\_  
Alan C. Ezeir, President and Secretary



## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

JAN 22 1997



*Bill Jones*

Secretary of State



1797807

ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

ARTICLES OF INCORPORATION

OF

FCI BUSINESS OPPORTUNITY, INC.

JAN 17 1997

*Bill Jones*  
BILL JONES, Secretary of State

ARTICLE 1

The name of this corporation is FCI Business Opportunity, Inc.

ARTICLE 2

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust business or the practice of a profession permitted to be incorporated by the California Corporations Code.

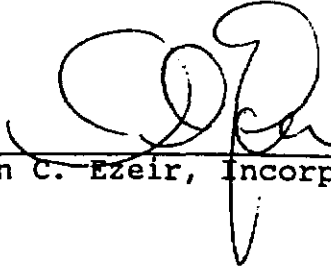
ARTICLE 3

This corporation's initial agent for service of process in the State of California is Alan C. Ezeir, 332 S. Juniper, Suite 200, Escondido, California 92025.

ARTICLE 4

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 50,000,000 shares.

Date: January 17, 1997

  
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Alan C. Ezeir, Incorporator